

RECORDATION NO. 17039-E FILED

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JUN 22 '04 2:35 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 22, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, Release of Lien and Bill of Sale, dated as of January 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Lease Agreement and the Indenture and Security Agreement which were previously filed with the Commission under Recordation Numbers 17039 and 17039-A.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Owner Trustee/
Lessor: Wachovia Bank, National Association
(not in its individual capacity except as
otherwise expressly provided)
301 S. Tryon Street
Charlotte, North Carolina 28288

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Mr. Vernon A. Williams
June 22, 2004
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A description of the railroad equipment covered by the enclosed document
is:

21 open hopper cars within the series CHTT 500208 - CHTT 500647 as
more particularly set forth in the equipment schedule attached to the
document.

A short summary of the document to appear in the index is:

Lease Termination, Release of Lien and Bill of Sale.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 17039-E FILED

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LEASE TERMINATION,
RELEASE OF LIEN
AND
BILL OF SALE

SURFACE TRANSPORTATION BOARD

Dated as of January 2, 2004

Among

UNION PACIFIC RAILROAD COMPANY,

as Lessee

WACHOVIA BANK, NATIONAL ASSOCIATION

not in its individual capacity except as otherwise expressly provided,
but solely as Owner Trustee/Lessor

and

WILMINGTON TRUST COMPANY,

as Indenture Trustee

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA AND, UPON SUCH FILING OR DEPOSIT, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE TERMINATED EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.

State of Nebraska)
)
County of Douglas) ss

On this _____ day of _____, 2004, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of)
)
County of) ss

On this _____ day of _____, 2004, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he or she is the _____ of WACHOVIA BANK, NATIONAL ASSOCIATION and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires

State of **DELAWARE**
)
County of **NEW CASTLE** ss

On this 3 day of June, 2004, before me, a notary public, personally appeared **CHARISSE L. RODGERS** to me personally known, who being by me duly sworn says that he or she is the Vice President of WILMINGTON TRUST COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Kimberly E. Faulhaber
Notary Public

My Commission Expires

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 8, 2006

SCHEDULE OF TERMINATED EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
Open Hopper	1	CHTT 500208
Open Hopper	1	CHTT 500211
Open Hopper	1	CHTT 500237
Open Hopper	1	CHTT 500279
Open Hopper	1	CHTT 500315
Open Hopper	1	CHTT 500406
Open Hopper	1	CHTT 500414
Open Hopper	1	CHTT 500416
Open Hopper	1	CHTT 500446
Open Hopper	1	CHTT 500457
Open Hopper	1	CHTT 500464
Open Hopper	1	CHTT 500518
Open Hopper	1	CHTT 500521
Open Hopper	1	CHTT 500528
Open Hopper	1	CHTT 500540
Open Hopper	1	CHTT 500548
Open Hopper	1	CHTT 500566
Open Hopper	1	CHTT 500594
Open Hopper	1	CHTT 500638
Open Hopper	1	CHTT 500643
Open Hopper	1	CHTT 500647

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Lease Agreement dated September 1, 1990	October 1, 1990	17039
Indenture and Security Agreement dated September 1, 1990	October 1, 1990	17039-A
Lease and Indenture Supplement No. 1 dated October 1, 1990	October 1, 1990	17039-B
Lease and Indenture Supplement No. 2 dated December 27, 1990	December 27, 1990	17039-C

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Canadian Document Key Number</u>
Lease Agreement dated September 1, 1990	October 1, 1990	9752
Indenture and Security Agreement dated September 1, 1990	October 1, 1990	9753
Lease and Indenture Supplement No. 1 dated October 1, 1990	October 1, 1990	9754
Lease and Indenture Supplement No. 2 dated December 27, 1990	December 27, 1990	9751